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*Attorneys for Blackhawk Parent LLC and
9 EOP Operating Limited Partnership*

10 UNITED STATES DISTRICT COURT
11 FOR THE NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION
13

WARREN E. SPIEKER, JR., DENNIS E.
14 SINGLETON, JOHN K. FRENCH, BRUCE E.
HOSFORD, BLAKE FAMILY TRUST, GREGG R.
15 DAUGHERTY, JOHN G. DAVENPORT, JAMES
C. EDDY, JOHN A. FOSTER, DONALD S.
16 JEFFERSON, VINCENT D. MULROY, RICHARD
L. ROMNEY, JILL T. SCHNUGG, PETER H.
17 SCHNUGG, JOHN B. SOUTHER, JR., CRAIG G.
VOUGHT and JOEL BENOLIEL,

18 Plaintiffs/Petitioners,

19 v.

20 BLACKHAWK PARENT LLC, a Delaware limited
21 liability company, and EOP OPERATING
LIMITED PARTNERSHIP, a Delaware limited
22 partnership,

23 Defendants/Respondents.
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Case No. C 07-03001-RMW

**DECLARATION OF TIMOTHY J.
CORNELL**

Date: August 10, 2007
Time: 9:00 A.M.
Judge: Hon. Ronald M. Whyte

1 I, Timothy J. Cornell, declare as follows:

2 1. I am a member of the bar of the state of New York and am associated with the law
3 firm Simpson Thacher & Bartlett LLP, attorneys for Respondents Blackhawk Parent LLC
4 (“Blackhawk Parent”) and Equity Office Properties Operating Limited Partnership (“EOP”).

5 2. I have personal knowledge of the facts set forth, and the documents cited, herein; if
6 called as a witness, I could and would testify competently thereto.

7 3. Attached hereto as Exhibit A is a true and correct copy of the EOPT Form S-4A,
8 Amendment No. 3 to Form S-4, filed with the Securities and Exchange Commission on June 6,
9 2001.

10 4. Attached hereto as Exhibit B is a true and correct copy of the Third Amended and
11 Restated Agreement of Limited Partnership of EOP.

12 5. Attached hereto as Exhibit C is a true and correct copy of the EOPT Schedule 14A,
13 Definitive Proxy Statement, filed with the Securities and Exchange Commission on December 29,
14 2006.

15 6. Attached hereto as Exhibit D are true and correct copies of letters from Blackhawk
16 Parent to Petitioners dated January 30, 2007.

17 7. Attached hereto as Exhibit E is a true and correct copy of a letter from Bruce D.
18 Angiolillo to Michael H. Steinberg dated May 10, 2007.

19 8. Attached hereto as Exhibit F is a true and correct copy of a letter from Michael H.
20 Steinberg to Bruce D. Angiolillo dated May 14, 2007.

21 9. Attached hereto as Exhibit G is a true and correct copy of a letter from Christopher
22 R. Edgar to Paul C. Gluckow dated May 25, 2007.

23 10. Attached hereto as Exhibit H is a true and correct copy of a letter from Paul C.
24 Gluckow to Christopher R. Edgar dated May 31, 2007.

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1 I declare under penalty of perjury under the laws of the United States that the foregoing is
2 true and correct to the best of my knowledge.

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4 Executed this 20th day of July, 2007 in New York, New York.

5 _____/s/ Timothy J. Cornell

6 Timothy J. Cornell
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